

**Transferor Certification Statements**

1) The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign:**

151) First Name:	Jeffrey	MI:	A	Last Name:	Christianson	Suffix:	Esq
152) Title:	Senior Vice President & General Counsel						
Signature:				153) Date:	01/24/2005		
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>							

**Transferee Certification Statements**

1) The Transferee certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign:**

154) First Name: <input type="text" value="Glenn"/>	MI: <input type="text" value="S"/>	Last Name: <input type="text" value="Rabin"/>	Suffix: <input type="text"/>
155) Title: <input type="text" value="Vice President - Federal Communications Counsel"/>			
Signature: <input type="text"/>		156) Date: <input type="text"/>	
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

[illegible]

**\* Questions 159 – 162 are for Leases/Subleases involving spectrum associated with site-based authorizations.**  
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**EXHIBIT 1**  
**DESCRIPTION OF TRANSACTION AND**  
**PUBLIC INTEREST STATEMENT**

**Lead Application Information**

This application is one of a series of applications being filed in connection with the proposed transfer of control of Western Wireless Corporation and its subsidiaries to Wigeon Acquisition LLC ("Wigeon"), a wholly-owned subsidiary of ALLTEL Corporation. The parties have designated the application being filed concurrently herewith for the transfer of control of WWC Holding Co., Inc. to Wigeon as the lead application for the transaction (ULS File No. 0002016468). All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

**Schedule for Assignment of Lease/Sublease or Transfer of Control of Lessee/Sublessee**

**General Transaction Information**

1a) Is this a <i>pro forma</i> Assignment of a Lease/Sublease or a <i>pro forma</i> Transfer of Control of the Lessee/Sublessee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
1b) If the answer to Item 1a is 'Y', is this filing being submitted under the Commission's forbearance procedures for telecommunications licenses or telecommunications carriers?	<input type="checkbox"/> Yes <input type="checkbox"/> No
2) Is this filing a reporting of an involuntary assignment of a Lease/Sublease or an involuntary transfer of control of Lessee/Sublessee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**CMRS Spectrum**

3a) Does the transaction involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)?  If the answer to Item 3a is 'Y', complete the following two questions.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
3b) Does the Lessee/Sublessee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
3c) Does the Lease/Sublease reduce the number of entities providing CMRS in the affected market(s)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Regulatory Status**

4a) The Lessee/Sublessee will provide radio offerings on the following basis (enter all that apply):  <input checked="" type="checkbox"/> Common Carrier <input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services	
4b) Does the regulatory status indicated in response to Item 4a differ from the regulatory status authorized with regard to the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
5a) The Lessee/Sublessee will provide the following type(s) of radio service (enter all that apply):  <input type="checkbox"/> Fixed <input checked="" type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast services	
5b) Does the type(s) of radio service indicated in response to Item 5a differ from the type(s) of radio service authorized to be provided by the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
6a) Does the Lessee/Sublessee propose to provide interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
6b) Does the response to Item 6a differ from whether the Licensee provides interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



# STAMP AND RETURN

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

FCC Use Only

## APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

WWC-Wigeon/ALLTEL Assignment Application

### 1. Legal Name of Applicant

Name: Wigeon Acquisition LLC Phone Number: 501-905-8555  
DBA Name: Fax Number: 501-905-6193  
Street: One Allied Drive, B2F02-A E-Mail:  
City: Little Rock State: AR  
Country: USA Zipcode: 72202 -  
Attention: Wireless Regulatory Supervisor

### 2. Name of Contact Representative (If other than applicant)

Name: Kathryn A. Zachem Phone Number: 202-783-4141  
Company: Wilkinson Barker Knauer, LLP Fax Number: 202-783-5851  
Street: 2300 N Street, NW E-Mail: kzachem@wbklaw.com  
Suite 700  
City: Washington State: DC  
Country: USA Zipcode: 20037-  
Contact Title: Attorney Relationship: Legal Counsel

## CLASSIFICATION OF FILING

### 3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.

### 4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

File	File	File	File	File	File	File	File
Number:	Number:	Number:	Number:	Number:	Number:	Number:	Number:
ITC2142001042700254							

### 5. Name of Section 214 Authorization Holder

Name: Western Wireless Corporation Phone Number: 425-586-8700

DBA Name:		Fax Number: 425-586-8118
Street:	3650 131st Avenue, S.E., Suite 400	E-Mail:
City:	Bellevue	State: WA
Country:	USA	Zipcode: 98006 -
Attention:	William J. Hackett	

**6. Name of Assignor / Transferor**

Name:	Western Wireless Corporation	Phone Number:	425-586-8700
Company:		Fax Number:	425-586-8118
Street:	3650 131st Avenue, S.E., Suite 400	E-Mail:	
City:	Bellevue	State:	WA
Country:	USA	Zipcode:	98006 -
Contact Title:	William J. Hackett	Relationship:	

**7. Name of Assignee / Transferee**

Name:	Wigeon Acquisition LLC	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Wireless Regulatory Supervisor		

**8a. Is a fee submitted with this application?**

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other (please explain):

**8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.**

**Fee Classification CUT - Section 214 Authority**

**9. Description (Summarize the nature of the application.)**

Application for Consent to Assign International Section 214 Authorization Held by Western Wireless Corporation to Wigeon Acquisition LLC, a wholly-owned subsidiary of ALLTEL Corporation.

**10. In Attachment 1, please respond to paragraph (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".**

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No  
 If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No  
 If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

**13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In**



circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 22 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) ☒ Yes ☐ No  
The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☒ No

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

#### CERTIFICATION

26. Printed Name of Assignor / Transferor Western Wireless Corporation	29. Printed Name of Assignee / Transferee Wigeon Acquisition LLC
27. Title (Office Held by Person Signing) Senior Vice President and General Counsel	30. Title (Office Held by Person Signing) Vice President - Federal Communications
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jeffrey A. Christianson	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin

#### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications

Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [jboley@fcc.gov](mailto:jboley@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

## **ATTACHMENT 1**

### **Application for Assignment of International Section 214 Authorization from Western Wireless Corporation to Wigeon Acquisition LLC**

#### **Answer to Question 10**

##### ***Assignor Contact Information***

William J. Hackett  
Western Wireless Corporation  
401 9<sup>th</sup> Street, NW Suite 550  
Washington, DC 20004  
(202) 654-5980 (phone)  
(202) 654-5981 (fax)

##### ***Assignee Contact Information***

Kathryn A. Zachem  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW Suite 700  
Washington, DC 20037  
(202) 783-4141 (phone)  
(202) 783-5851 (fax)

##### ***Prior International Section 214 Authorizations***

Assignor Western Wireless Corporation ("WWC"), on its own behalf and that of its wholly-owned subsidiaries,<sup>1</sup> holds global facilities-based and resale authority pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's rules. File No. ITC-214-20010427-00254.

Assignee Wigeon Acquisition LLC ("Wigeon") currently holds no international Section 214 authorizations.<sup>2</sup>

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<sup>1</sup> Another indirect subsidiary, Western Wireless International Enterprise, Inc. ("WWIE"), holds international Section 214 authority in its own right, File No. ITC-214-20021021-00502, and the Parties are separately requesting consent to the transfer of control of WWIE from Western Wireless Corporation to Wigeon. The Parties have also separately requested consent to the transfer of control of WWC's wireless licensee subsidiaries from WWC to Wigeon.

<sup>2</sup> Applicants note that ALLTEL Communications, Inc., also a wholly-owned subsidiary of ALLTEL Corporation ("ALLTEL"), holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File Nos. ITC-214-19960404-00138, ITC-T/C-19980610-00400.

### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities directly or indirectly holding a 10 percent and greater interest in Assignee Wigeon Acquisition LLC.

#### ***Direct Ownership***

Name: ALLTEL Corporation  
Address: One Allied Dr.  
Bldg. IV, F5S  
Little Rock, AR 72202  
Citizenship: Delaware (U.S.)  
Principal Business: Telecommunications and information services  
Percentage Held: 100% interest in Wigeon Acquisition LLC.

#### ***Indirect Ownership***

ALLTEL Corporation is a publicly-traded corporation and no single shareholder holds 10% or more of ALLTEL's shares. Accordingly, no other person or entity directly or indirectly holds a 10% or greater interest in assignee Wigeon.

Wigeon Acquisition LLC has no interlocking directorates with a foreign carrier.

### **Answer to Question 13**

The full description of transaction and public interest statement for the transaction accompany the associated application for the transfer of control of WWC's wireless licensee subsidiaries (ULS File No. 0002016468). Following is information relevant to the international Section 214 authorizations affected by the transaction.

#### **I. The Parties**

**Assignee.** Wigeon Acquisition LLC, a Washington LLC, is a wholly-owned subsidiary of ALLTEL Corporation. ALLTEL Corporation, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications and information services company. Through its other subsidiaries, ALLTEL provides wireless, local wireline telephone, long-distance, Internet, and high-speed data services to residential and business customers in 26 states. These services are provided in mid-sized cities and rural areas throughout much of the Southeast and portions of the Northeast, Southwest, and upper Midwest United States. ALLTEL Corporation's subsidiaries other than Wigeon also are authorized to provide international services.

**Assignor.** WWC, through various subsidiaries and affiliates, constructs, operates and holds interests in numerous wireless telecommunications systems within the United States and in

foreign countries.<sup>3</sup> Domestically, wireless services are provided predominantly in the Central and Western portions of the United States. WWC holds global facilities-based and resale international Section 214 authority in its own right. Authorized carrier Western Wireless International Enterprise, Inc. ("WWIE") is an indirect subsidiary of WWC and holds global facilities-based and resale authority as well.

## **II. Description of the Transaction**

ALLTEL seeks Commission approval for the assignment of WWC's international Section 214 authorization to Wigeon Acquisition LLC ("Wigeon"). The transaction would be effectuated by merging WWC into Wigeon, a limited liability company wholly-owned by ALLTEL. At consummation, each share of WWC stock will be exchanged for \$9.25 in cash and 0.535 shares of ALLTEL common stock unless the shareholder makes an all-cash or all-stock election.<sup>4</sup> The WWC shares then will be cancelled.<sup>5</sup> WWIE will become a subsidiary solely controlled by Wigeon.

## **III. Public Interest Statement**

Approval of the proposed transaction (i) will promote and preserve competition in the international telecommunications marketplace and (ii) will ensure that Wigeon has the necessary authority to continue to offer seamless international services to existing WWC and WWIE customers. The proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Applicants together hold only a miniscule share of the international telecommunications market. For this reason alone, ALLTEL would have little ability to adversely affect competition. In addition, the Commission's principal concern for "the exercise of foreign market power in the U.S. market" is that such market power "could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets."<sup>6</sup> As the Commission explained further, "generally, this risk occurs when a

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<sup>3</sup> As a general rule, the Commission does not "re-evaluate the qualifications of transferors unless issues related to basic qualifications have been designated for hearing by the Commission or have been sufficiently raised in petitions to warrant the designation of a hearing." See *In the matter of Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation, et al.*, Memorandum Opinion and Order, 19 F.C.C.R. 21522, ¶ 44 (2004).

<sup>4</sup> WWC shareholders making an all-cash or all-stock election may be subject to proration depending on the number of shareholders making such elections.

<sup>5</sup> Licensee entities in which ALLTEL currently holds interests will remain directly and indirectly held by ALLTEL Communications Inc., a wholly-owned subsidiary of ALLTEL that will become a sister corporation of Wigeon. Thus, ALLTEL's existing licensee entities are not affected by the proposed transaction.

<sup>6</sup> *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order and Order on Reconsideration*, 12 F.C.C.R. 23891, 23951-54 (1997).

U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market.”<sup>7</sup>

As discussed herein, the foreign carrier affiliates of these carriers are all mobile wireless providers, all of whom hold less than 50 percent market share in local access and international transport in the destination markets. Thus, Wigeon, ALLTEL, and ALLTEL’s existing licensee subsidiaries will acquire no affiliations with foreign carriers with market power and consumers would not be harmed by the transaction.

**Answer to Question 14**

Upon consummation of the proposed assignment, new international Section 214 authorized carrier Wigeon Acquisition LLC would be affiliated with foreign carriers in the following countries:

Austria  
Bolivia  
Georgia  
Ghana  
Haiti  
Ireland  
Ivory Coast  
Slovenia

**Answer to Question 15**

Upon consummation, new international Section 214 authorized carrier Wigeon Acquisition LLC and its newly-acquired wholly-owned subsidiaries would be authorized to provide service to each of the countries above. Through its ownership interest in WWIE, Western Wireless Corporation currently holds a controlling interest in the foreign carrier in each country listed below in Answer to Question 16.

**Answer to Question 16**

Wigeon requests classification as a “non-dominant” carrier (for itself and its wholly-owned subsidiaries) upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14. Each country is a WTO Member. In all countries, the foreign carrier affiliates are mobile wireless operators. None of the foreign carrier affiliates are a monopoly provider of communications services and in each country lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route.<sup>8</sup> Wigeon and its wholly-owned subsidiaries are therefore presumptively classified as non-dominant on all of the relevant international routes.

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<sup>7</sup> See *id.*

<sup>8</sup> None of the foreign carrier affiliates listed herein appear on the Commission’s list of foreign carriers presumed to have market power.

**Austria.** tele.ring Telekom Service GmbH ("tele.ring"), is a provider of mobile, Internet access, and fixed-line services in Austria. Western Wireless International acquired 100% of the shares of tele.ring from Vodafone Group plc in 2000.

**Bolivia.** Nuevatel, a WWI-led consortium, holds a nationwide PCS license and launched commercial service under the brand name Viva in November 2000. WWI's local partner is Comteco (Cooperativa Mixta de Telecomunicaciones Cochabamba), a cooperative telephone company in Bolivia.

**Georgia.** MagtiCom GSM, Ltd. ("MagtiCom"), is licensed to provide cellular service in the Republic of Georgia.

**Ghana.** Western Telesystems (GH), Ltd. ("Westel"), is licensed to provide fixed and wireless telecommunications services throughout Ghana, including basic phone service, cellular, paging, international long distance, pay phones, data communications, private networks and satellite communications.

**Haiti.** COMCEL holds a license to construct and operate a nationwide mobile communications network. Additionally, COMCEL was granted the right to build and operate services such as paging, payphones and, in the future, an international gateway.

**Ireland.** Meteor Mobile Communications Limited ("Meteor"), WWI's operating company in Ireland, is licensed to provide mobile telephony services in the 900 MHz and 1800 MHz bands throughout Ireland. Meteor launched its dual-band network in February 2001.

**Ivory Coast.** In January 2000, WWI acquired Comstar Cellular, a cellular operator in Côte d'Ivoire. After significantly expanding the network, Comstar relaunched services under the new brand name, CORA de Comstar, in September 2000. (Due to adverse political conditions in Côte d'Ivoire, the CORA network has been temporarily shut down.)

**Slovenia.** Western Wireless International d.o.o. is licensed to provide nationwide mobile telephony services in Slovenia and launched commercial operations in December 2001, under the brand name Vega.

#### **Answer to Question 20**

Applicants do not request streamlined processing here, although they note that the application would ordinarily be subject to streamlined processing pursuant to Section 63.12(c)(1) of the Commission's rules.



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# STAMP AND RETURN

Page 1 of 5

Approved by OMB  
3060-0686**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

FCC Use Only

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

WWC-Wigeon/ALLTEL &amp; WWIE Transfer of Control Application

**1. Legal Name of Applicant**

Name: Wigeon Acquisition LLC

Phone Number: 501-905-8555

DBA

Name: Fax Number: 501-905-6193

Street: One Allied Drive, B2F02-A

E-Mail:

City: Little Rock

State: AR

Country: USA

Zipcode: 72202 -

Attention: Wireless Regulatory Supervisor

**2. Name of Contact Representative (If other than applicant)**

Name: Kathryn A. Zachem

Phone Number: 202-783-4141

Company: Wilkinson Barker Knauer, LLP

Fax Number: 202-783-5851

Street: 2300 N Street, NW  
Suite 700

E-Mail: kzachem@wbklaw.com

City: Washington

State: DC

Country: USA

Zipcode: 20037-

Contact Title: Attorney

Relationship: Legal Counsel

**CLASSIFICATION OF FILING****3. Choose the button next to the classification that best describes this filing. Choose only one.**☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )Date of Consummation: **Must be completed if you select c or d.****4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.**

File	File	File	File	File	File	File	File
Number:	Number:	Number:	Number:	Number:	Number:	Number:	Number:
ITC2142002102100502							

**5. Name of Section 214 Authorization Holder**

Name: Western Wireless International Enterprise, Inc.

Phone Number: 425-586-8700

DBA Name:		Fax Number: 425-586-8818
Street:	3650 131st Avenue, S.E. Suite 400	E-Mail:
City:	Bellevue	State: WA
Country:	USA	Zipcode: 98006 -
Attention:	William J. Hackett	

**6. Name of Assignor / Transferor**

Name:	Western Wireless Corporation	Phone Number:	425-586-8700
Company:		Fax Number:	425-586-8118
Street:	3650 131st Avenue, S.E., Suite 400	E-Mail:	
City:	Bellevue	State:	WA
Country:	USA	Zipcode:	98006 -
Contact Title:	William J. Hackett	Relationship:	

**7. Name of Assignee / Transferee**

Name:	Wigeon Acquisition LLC	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Wireless Regulatory Supervisor		

**8a. Is a fee submitted with this application?**

- ☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other(please explain):

**8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.**  
**Fee Classification CUT - Section 214 Authority**

**9. Description (Summarize the nature of the application.)**

Application for consent to transfer control of international section 214 authorized carrier Western Wireless International Enterprise, Inc., from Western Wireless Corporation to Wigeon Acquisition LLC, a wholly-owned subsidiary of ALLTEL Corporation.

**10. In Attachment 1, please respond to paragraph (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".**

- 11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?** ☒ Yes ☐ No  
 If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

- 12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?** ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the

country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 22 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) ☒ Yes ☐ No  
The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☐ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☐ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☒ No

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

#### CERTIFICATION

26. Printed Name of Assignor / Transferor Western Wireless Corporation	29. Printed Name of Assignee / Transferee Wigeon Acquisition LLC
27. Title (Office Held by Person Signing) Senior Vice President and General Counsel	30. Title (Office Held by Person Signing) Vice President - Federal Communications
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jeffrey A. Christianson	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin

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The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and

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completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [jboley@fcc.gov](mailto:jboley@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

## ATTACHMENT 1

### **Application for Transfer of Control of International Section 214 Authorized Carrier Western Wireless International Enterprise, Inc. from Western Wireless Corporation to Wigeon Acquisition LLC**

#### **Answer to Question 10**

##### ***Transferor Contact Information***

William J. Hackett  
Western Wireless Corporation  
401 9<sup>th</sup> Street, NW Suite 550  
Washington, DC 20004  
(202) 654-5980 (phone)  
(202) 654-5981 (fax)

##### ***Transferee Contact Information***

Kathryn A. Zachem  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW Suite 700  
Washington, DC 20037  
(202) 783-4141 (phone)  
(202) 783-5851 (fax)

##### ***Prior International Section 214 Authorizations***

Transferor Western Wireless Corporation ("WWC"), on its own behalf and that of its wholly-owned subsidiaries, holds global facilities-based and resale authority pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's rules. File No. ITC-214-20010427-00254.<sup>1</sup>

Transferee Wigeon Acquisition LLC ("Wigeon") currently holds no international Section 214 authorizations.<sup>2</sup>

Authorized carrier Western Wireless International Enterprise, Inc. ("WWIE") currently holds global facilities-based and resale authority pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's rules. File No. ITC-214-20021021-00502.

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<sup>1</sup> Applicants have separately requested consent to the assignment of WWC's international Section 214 authorization to Wigeon Acquisition LLC. The Parties have also separately requested consent to the transfer of control of WWC's wireless licensee subsidiaries from WWC to Wigeon.

<sup>2</sup> Applicants note that ALLTEL Communications, Inc., also a wholly-owned subsidiary of ALLTEL Corporation ("ALLTEL"), holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File Nos. ITC-214-19960404-00138, ITC-T/C-19980610-00400.



### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities directly or indirectly holding a 10 percent and greater interest in Transferee Wigeon Acquisition LLC.

#### ***Direct Ownership***

Name:	ALLTEL Corporation
Address:	One Allied Dr. Bldg. IV, F5S Little Rock, AR 72202
Citizenship:	Delaware (U.S.)
Principal Business:	Telecommunications and information services
Percentage Held:	100% interest in Wigeon Acquisition LLC.

#### ***Indirect Ownership***

ALLTEL Corporation is a publicly-traded corporation and no single shareholder holds 10% or more of ALLTEL's shares. Accordingly, no other person or entity directly or indirectly holds a 10% or greater interest in transferee Wigeon.

Wigeon Acquisition LLC has no interlocking directorates with a foreign carrier.

### **Answer to Question 13**

The full description of transaction and public interest statement for the transaction accompany the associated application for the transfer of control of WWC's wireless licensee subsidiaries (ULS File No. 0002016468). Following is information relevant to the international Section 214 authorizations affected by the transaction.

#### **I. The Parties**

***Transferee.*** Wigeon Acquisition LLC, a Washington LLC, is a wholly-owned subsidiary of ALLTEL Corporation. ALLTEL Corporation, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications and information services company. Through its other subsidiaries, ALLTEL provides wireless, local wireline telephone, long-distance, Internet, and high-speed data services to residential and business customers in 26 states. These services are provided in mid-sized cities and rural areas throughout much of the Southeast and portions of the Northeast, Southwest, and upper Midwest United States. ALLTEL Corporation's subsidiaries other than Wigeon also are authorized to provide international services.

***Transferor.*** WWC, through various subsidiaries and affiliates, constructs, operates and holds interests in numerous wireless telecommunications systems within the United States and in